

Bylaws

of the

“International Neuro-Urology Society” (INUS)

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Definitions

Society: A “society” according to article 1 of the present bylaws is a legal person according to articles 52 ff. resp. articles 60 ff. of the Swiss Civil Code. This person has legal capacity and is capable to act as long as certain rights and duties do not require natural qualities of a human. A society is acting by his executives bodies according art. 10 ff. of the present bylaws.

Executive body: An “executive body” is either the general assembly, the “board” (“executive board” or “extended board”) or the “oversight committee”. Those (board) are acting for the society and instead of the individual members and represent them especially opposite to third parties. They are acting according the competences based on the present bylaws.

Board: Except not otherwise noted hereafter, “board” means the “extended board” according to art. 18 of the present bylaws.

I. Name, Domicile and Purpose

Art. 1 Name, Domicile

In line with the provisions of Article 60ff of the Swiss Civil Code, the

International Neuro-Urology Society (INUS)

exists as a Society with its domicile in Bern.

Art. 2 Purpose

The Society has the purpose, as a charitable, not-for-profit organisation, of promoting Neuro-Urology with the aim of improving worldwide the clinical care of patients with neuro-urological problems.

This promotion of Neuro-Urology includes, amongst other aspects:

- support and organisation of Neuro-Urology training with provision of courses, seminars, meetings and grants;
- support of research projects;
- promotion of trainees;
- information events for laypeople.

II. Membership

Art. 3 Categories and Conferment

There are two categories of membership:

- full member;
- junior member (specialist doctors in training, without voting rights and with reduced membership fees).

Specialist doctors in urology, neurology, rehabilitation medicine and others who are involved clinically or scientifically with neuro-urological problems may, on submission of an application, be accepted as members.

Doctors in the above-named specialist fields may be admitted as junior members for the duration of their training. They enjoy no voting rights and pay a reduced membership fee.

The executive board decides on matters relating to membership. It may decline conferment of membership without giving a reason. There is no right to membership. In case of relevant circumstances have changed, the executive board may come back on a refused membership at any time.

It decides periodically (at least once a business year) respective new memberships and keeps a membership list. Those decisions (accepted as well as refused memberships) have to be recorded in minutes. A written confirmation may be handed out to the members.

Art. 4 End of membership

Membership expires:

- on death;

- through submission of a declaration of renunciation of membership, which must be submitted to the president in writing no fewer than 30 days before the end of the financial year; membership so renounced ceases at the end of the current financial year;
- at once as a result of cancellation based on failure to pay the yearly membership fees after two payment reminders.

Cancellation of membership may also occur at the end of the calendar year if 30 days' written notice is given.

Art. 5 Revocation of membership

On the proposal of the executive board or of at least ten full members with voting rights, an individual's membership may be revoked. The proposal of revocation must be presented to the general assembly as an agenda point.

Revocation takes place by a secret voting and is valid if two thirds of the full members with voting rights present vote in support of the proposal in a secret ballot. It must be ensured that, prior to the vote, the member in question is given the opportunity to justify and defend their continued membership at the general assembly.

This provision does not apply to cancellation in accordance with Art. 4 concerning non-paying members.

Art. 6 Claim to the assets of the Society

Any personal claim by members with respect to the assets of the Society is disallowed.

III. Resources

Art. 7 Membership fees

Every member is required to pay a yearly membership fee. The amount of the membership fee is decided at the general assembly.

Art. 8 Additional resources

Additional resources of the Society will be raised through the organisation of events, public and private donations and voluntary contributions of any kind.

Art. 9 Liability

For the honouring of the commitments of the Society, the Society's assets are solely liable.

Any personal liability of the members for the debts of the Society shall be excluded; for persons who act on behalf of the Society, Art. 55 paragraph 3 of the Swiss Civil Code remains applicable.¹

¹ **Art. 55 Swiss Civil Code**

1 The executive bodies are called to give expression to the will of the legal person.

2 They bind the legal person through the conclusion of legal transactions as well as through their behaviour.

3 For the obligations of the legal person, its agents are also personally responsible.

VI. Organisation

Art. 10 Executive bodies

The executive bodies of the Society are:

- the general assembly;
- the board;
- the oversight committee.

Art. 11 General assembly

The ordinary general assembly will be called once yearly by the executive board.

The executive board or one third of the membership may request an extraordinary general assembly, which must take place within two months of the receipt of the request.

The calling of a general assembly must be made in writing (by fax, post or email) no fewer than 10 days before the proposed meeting and must announce the items to be discussed.

Every member has the right to request articles for discussion at the next general assembly. Such requests shall be included in the agenda, so long as they have been submitted to the executive board before the end of December in a given financial year.

Art. 12 Chairpersonship

The chairperson of the general assembly is the president or in his/her absence, another member of the executive board.

The chairperson nominates the scrutineer.

The secretary records the minutes, documenting the resolutions and voting of the general assembly. The minutes shall be signed by the chairperson and the secretary.

Art. 13 Quorum

Every general assembly called in compliance with the bylaws constitutes a quorum, irrespective of the number of members present.

Art. 14 Agenda / Full general meeting

Decisions on resolutions pertaining to items not on the agenda may only be taken if all present members agree to allow it.

Art. 15 Voting rights

Every member in the general assembly has one vote. Proxy voting is not permitted.

Legal persons exercise their voting right through an agent expressly designated in this role who must, in addition, be a member of its management.

Art. 16 Passing of resolutions

The general assembly passes resolutions through a simple majority of the votes cast.

The president has a vote. When a vote is tied, the president decides by exercising a second vote in the case of resolutions.

The decision to dissolve the Society requires a voting majority of three quarters of the members present.

Elections and votes take place openly, unless it is resolved that a secret ballot shall be held or this is intended by the bylaws (art. 5).

Members who are themselves affected by a given resolution may not vote.

Art. 17 Powers

The general assembly is entitled to the following non-transferable powers:

- approval of the president's annual report, the financial statement and its calculation as well as the discharge of the board and the oversight committee;
- election of the board members;
- dismissal of members of the board, the oversight committee and the officers elected by the general assembly;
- amendment of the bylaws of the Society;
- the passing of resolutions on all items of the agenda;
- the passing of resolutions regarding the dissolution of the Society and the liquidation of the Society's assets;
- the passing of resolutions on matters reserved by law or the statutes of the Society.
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Art. 18 Board

The board consists of an executive board, which consists of the president, the vice-president, the treasurer and the secretary as well as the extended board, which consists of the executive board plus ten officers (assessors).

The board constitutes a single entity with the exception of voting rights according to Art. 17.

Art. 19 Terms of office

The board members are elected for four years and may be re-elected to the same office once.

Art. 20 Calling of meetings

The board meets at the invitation and in accordance with the president as often as business requires.

The president decides whether he will invite the executive or the extended board.

The calling of a board meeting must be made in writing (by fax, post or email) no fewer than 10 days before the proposed meeting and must announce the items to be discussed (agenda).

Minutes shall be kept of all matters discussed.

Art. 21 Quorum of resolutions

The board constitutes a quorum when half of its members are present: At the executive board at least 2 members of the executive board, at the extended board at least 7 members of the extended board.

The board passes resolutions and elects officers through a simple majority of the votes cast. The president has a vote. When a vote is tied, the president has the deciding vote.

Resolutions on a submitted application may be passed through votes submitted telegraphically (via fax, email or online) unless a board member requests oral deliberation. Oral discussion (including a decision on a submitted application) may be carried out via phone or video conferencing (e.g. Skype). A resolution in writing (circular resolution) or by phone or video conferencing is passed when a simple majority of all board members vote in agreement. These decisions are also to be recorded in the minutes.

Art. 22 Agenda

Decisions on resolutions pertaining to items not on the agenda may only be taken if all board members (including those not present) agree to allow it.

Art. 23 Powers of the board

The board makes decisions regarding all matters that are not delegated to other bodies, in particular:

- leadership of the Society subject to the powers of the general assembly;
- implementation of the resolutions of the general assembly;
- representation of the Society in dealing with third parties; the president, the vice-president, the secretary and the treasurer are entitled to represent the society jointly together with another member of the board;
- calling of the general assembly;
- admission and exclusion of Society members, subject to the rights of appeal to the general assembly;
- planning and implementation of Society activities;
- development of regulations;
- passing resolutions with respect to legal actions, the submission and withdrawal of claims and the conclusion of contracts;
- election of members of commissions directly appointed by the board;
- setting of fees and tariffs etc.
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Art. 24 Oversight committee

The oversight committee comprises two auditors from the members of the Society who are elected every two years. They may be re-elected.

The auditors check the accounts of the Society and submit a written report annually to the general assembly.

V. Provisions in the event of the dissolution of the Society**Art. 25 Dissolution, Liquidation**

The dissolution of the Society may only result from a resolution passed by a general assembly convened exclusively for this purpose. For such a resolution to pass, the requirements of Art. 6 paragraph 3 regarding a voting majority are applicable.

In the case of a merger with an institution that pursues the same or similar aims, the board shall ask the general assembly to decide how such a merger should proceed. For such a resolution to pass, the requirements of Art. 6 paragraph 3 regarding a voting majority are also applicable.

Art. 26 Liquidation in case of the dissolution of the Society

The board will conduct the liquidation and prepare a report and final financial statement for the approval of the general assembly.

The general assembly shall decide upon the use of any residual active surplus.

Art. 27 Registration in the register of companies

The board shall have the Society registered in the register of companies in the domicile of the Society.

Art. 28 Entry into force

These bylaws were approved at the founding meeting on the 11th August 2015 and entered into force with immediate effect.

Revised during the general assembly of the 15th September 2017 in Florence and entered into force with immediate effect.

In case of conflicting text passages, the German version of the present bylaws will have the legal priority, as the English version is the translation of the legally binding German version of the bylaws.

Florence, 15th September 2017

On behalf of the constituent members' assembly:

President:



Secretary:

